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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

- - - - -	x	
	:	
	:	Chapter 11
In re:	:	Case Nos. 00-41605
	:	through 00-_____
RANDALL'S ISLAND FAMILY GOLF	:	
CENTERS, INC., <u>ET AL.</u> ,	:	(Jointly Administered)
	:	
Debtors.	:	
- - - - -	x	

ORDER PURSUANT TO SECTIONS 105(a),
507(a)(3) AND 507(a)(4) OF THE BANKRUPTCY
CODE (A) AUTHORIZING THE DEBTORS TO PAY
PREPETITION WAGES, COMMISSIONS, SALARIES
AND EMPLOYEE BENEFITS AND (B) AUTHORIZING
BANKS TO HONOR PREPETITION CHECKS FOR
PAYMENT OF PREPETITION EMPLOYEE
OBLIGATIONS

Upon the motion (the "Motion") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), for an order, pursuant to sections 105(a), 507(a)(3) and 507(a)(4) of title 11 of the United States Code (the "Bankruptcy Code"), (A) authorizing the Debtors to pay prepetition wages, commissions, salaries and employee benefits and (B) authorizing the Debtors' banks to honor prepetition checks for payment of prepetition employee obligations;

And it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

And it appearing that the relief requested in the Motion is essential to the continued operation of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors and the Employees;

And notice of the Motion having been given to (i) the Office of the United States Trustee, (ii) Morgan, Lewis & Bockius, LLP, counsel for The Chase Manhattan Bank, the Agent under the Debtors' prepetition working capital facility, (iii) Winick & Rich, P.C., counsel for the proposed postpetition lenders, and (iv) United States Trust Company of New York, the Indenture Trustee for the 5¾% Convertible Subordinated Notes due October 15, 2004;

And it appearing that no further notice of the Motion need be given;

And good and sufficient cause appearing therefor; it is hereby

ORDERED that the relief requested in the Motion is granted; and it is further

ORDERED that the Debtors are authorized to pay to or otherwise honor the obligations owed to their employees (the "Employees") which include wages, fees, salaries, bonuses, commissions, obligations arising under the Debtors' self-insured health plans, severance pay, sick leave pay and holiday and vacation pay earned prior to the Filing Date (as defined in the Motion), which were unpaid as of the Filing Date, claims for

workers' compensation, reimbursable business expenses and employee benefit claims (including without limitation, medical, dental, claims under dependant care programs, life insurance, accidental death and dismemberment insurance, disability insurance, pension benefits, savings plans, 401K plans, claims for payroll and withholding taxes, payments pursuant to garnishment orders and miscellaneous other benefits) (all prepetition Employee claims, including, without limitation, the above-described claims are hereinafter referred to as the "Prepetition Employee Claims") whether or not such Prepetition Employee Claims exceed \$4,300; provided, however, payment of any Prepetition Employee Claims of officers shall not exceed \$4,300; and it is

ORDERED that the Debtors are authorized to pay all local, state and federal withholding and payroll related taxes relating to the prepetition periods, including, but not limited to, all withholding taxes, social security taxes and Medicare taxes (the "Taxes," and collectively with the Prepetition Employee Claims, the "Prepetition Employee Obligations"); and it is further

ORDERED that the banks upon which any checks are drawn in payment of the Prepetition Employee Obligations, either before, on, or after the date on which the Debtors filed these chapter 11 cases are authorized and directed to honor upon presentation any such checks (provided that sufficient funds are on deposit with the applicable bank to cover such checks or the Debtors make appropriate arrangements to have sufficient funds deposited to cover them); and it is further

ORDERED that such banks are authorized to rely upon the representations of the Debtors as to which checks are in payment of the Prepetition Employee Obligations; and it is further

ORDERED that any party receiving payment from the Debtors is authorized and directed to rely upon the representations of the Debtors as to which payments are authorized by this Order; ~~and it is further~~

~~ORDERED that if any other affiliates or subsidiaries of the Debtors seek relief under chapter 11 of the Bankruptcy Code with this Court (the "Later Filing Affiliates"), such Later Filing Affiliates shall be entitled to the relief provided in this Order. SMB 5/4/00~~

Dated: New York, New York
May 4, 2000

s/ STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE